

**CONSENT TO ACTION WITHOUT MEETING OF
THE BOARD OF DIRECTORS OF
AMERICA WEST RESOURCES, INC.**

Pursuant to Nevada corporation law, which authorizes the taking of action by unanimous written consent of the directors ("Directors") without a meeting, the undersigned, constituting all of the directors of America West Resources, Inc., a Nevada corporation ("Company"), hereby acknowledge the following statements and give their unanimous written consent to take the following action:

I. MARKETING SERVICES – UPTICK CAPITAL LLC

WHEREAS, the Company entered into an engagement agreement with Uptick Capital LLC ("Uptick"), whereby Uptick agreed to provide certain management consulting services to the Company;

WHEREAS, the engagement agreement with Uptick Capital LLC ("Uptick"), was amended effective April 1, 2011 (attached hereto as Exhibit A);

WHEREAS, the Uptick amended engagement agreement effective April 1, 2011 provides for stock compensation to Uptick in the form of 12,500 shares of the Company's common stock, restricted under Rule 144, every month commencing April 2011 through June 2011, then on a month-to-month basis thereafter;

NOW THEREFORE BE IT RESOLVED, that the executive officers of the Company are hereby authorized, instructed and directed to issue Uptick 25,000 shares of restricted Company common stock as consideration for the aforementioned services for the months of April and May 2011;

RESOLVED FURTHER, that the Directors hereby authorize, direct and instruct the executive officers of the Company to issue and prepare such documentation as shall be necessary to have the Company's transfer agent prepare and deliver share certificates representing the 25,000 shares of common stock to Uptick.

II. SETTLEMENT AND RELEASE – RIVERSTONE WEALTH MANAGEMENT, INC.

WHEREAS, in September 2008, the Company and Riverstone Wealth Management, Inc. ("Riverstone") entered into a finder's fee agreement whereby Riverstone agreed to provide introductions to prospective investors to the Company;

WHEREAS, in connection with the finder's fee agreement, during October 2008 through February 2011, AWSR received funds totaling approximately \$11.4 million from Denly Utah Coal LLC and its affiliates (the "Investment");

WHEREAS, in connection with the engagement agreement, through October 2009, the Company paid to Riverstone a total of \$500,000 cash associated with the Investment;

WHEREAS, a dispute has arisen between Riverstone and the Company relating to the remaining fee for the Investment, and without any party admitting liability, the parties have agreed to resolve the dispute;

WHEREAS, the Directors believe it is in the best interests of the Company to settle the dispute between the Company and Riverstone by 1) paying \$296,500 in cash to Riverstone in monthly installments of \$10,000 beginning in July 2011, and 2) issuing to Riverstone two hundred thousand (200,000) shares of restricted Company common stock on April 30, 2010, in exchange for a waiver and release by Riverstone of

any claims against the Company in connection with the finder's fee agreement, pursuant to a mutual settlement and release agreement attached hereto as Exhibit B (the "Release");

WHEREAS, Riverstone has requested that the 200,000 shares be issued in the names of and allocated to the parties as outlined below:

Paul Gautier	75,000
Javier Larrea	37,500
Brian Smith	37,500
Riverstone Wealth Management, Inc.	50,000

NOW THEREFORE BE IT RESOLVED, that the form, terms and provisions of the Release, substantially in the form presented to the Directors, is hereby approved in all respects;

RESOLVED FURTHER, that the Directors, upon review of the Release and having the opportunity to inquire upon its terms and conditions upon advice of counsel, hereby authorize, empower and direct the executive officers to execute the Release on behalf of the Company, and to perform such other acts in the name and on behalf of the Company that are necessary or proper to perform fully pursuant to the terms and conditions of the Release;

RESOLVED FURTHER, that the executive officers of the Company are hereby authorized, instructed and directed to issue to Riverstone 200,000 restricted shares of Company common stock pursuant to the Release;

RESOLVED FURTHER, that the Directors hereby authorize, direct and instruct the executive officers of the Company to issue and prepare such documentation as shall be necessary to have the Company's transfer agent prepare and deliver share certificates representing the free trading shares of Company common stock issuable to Riverstone.

III. PROMISSORY NOTE – JOHN THOMAS BRIDGE & OPPORTUNITY FUND LP

WHEREAS, John Thomas Bridge and Opportunity Fund, LP, a Delaware limited partnership ("JTBOF") loaned the Company a total amount equal to \$5,495;

WHEREAS, the Directors believe it is in the best interest of the Company to issue and sell to JTBOF the promissory note in the form attached hereto as Exhibit C (the "Promissory Notes"), pursuant to which the Company borrowed \$5,495; and

WHEREAS, the Directors believe it is in the best interest of the Company to issue to JTBOF 4,579 shares of the Company's restricted common stock as additional consideration for the purchase of the Note.

NOW THEREFORE BE IT RESOLVED, that the form, terms and provisions of the Note, substantially in the form presented to the Directors, is hereby approved in all respects;

RESOLVED FURTHER, that the Directors, upon review of the Notes and having the opportunity to inquire upon their terms and conditions upon advice of counsel, hereby authorize, empower and direct the executive officers to execute the Notes on behalf of the Company, and to perform such other acts in the name and on behalf of the Company that are necessary or proper to perform fully pursuant to the terms and conditions of the Notes;

RESOLVED FURTHER, that the executive officers of the Company are hereby authorized, instructed and directed to issue JTBOF 4,579 shares of restricted Company common stock as additional consideration for the purchase of the Notes;

RESOLVED FURTHER, that the Directors hereby authorize, direct and instruct the executive officers of the Company to issue and prepare such documentation as shall be necessary to have the Company's transfer agent prepare and deliver share certificates representing the 4,579 shares of common stock to JTBOF.

IV. CONVERSION OF DEBT - JOHN JACK BABIKIAN

WHEREAS, in October 2010, the Company issued a promissory note (the "Promissory Note") to John Jack Babikian, which note is the subject of certain Debt Conversion Agreement between the Company and John Jack Babikian dated April 20, 2011 (attached hereto as Exhibit D);

AND WHEREAS, pursuant to the Debt Conversion Agreement, John Jack Babikian desires to convert \$521,875 of debt and accrued interest owed to him by the Company pursuant to the Promissory Note into shares of the Company's common stock and the Company desires to see such debt converted into shares of the Company's common stock;

NOW, THEREFORE, BE IT RESOLVED, the board approves the Debt Conversion Agreement between the Company and John Jack Babikian and authorizes the executive officers of the Company to issue 550,000 shares of the Company's common stock to John Jack Babikian in consideration for the retirement of debt and accrued interest represented by the Promissory Note.

Such shares are issued at the rate of one share for each \$1.00 of debt retired debt and accrued interest, with the accrued interest having been calculated for one full year as further consideration to John Jack Babikian. Such conversion rate is found to be fair and equitable given the volatility of the market price of such common stock.

RESOLVED FURTHER, that the Directors hereby authorize, direct and instruct the executive officers of the Company to issue and prepare such documentation as shall be necessary to have the Company's transfer agent prepare and deliver share certificates representing the shares of common stock to be issued pursuant to the formula above.

I. EXERCISE OF FINANCING OVER-ALLOTMENT OPTION

WHEREAS, in March 2011, the Directors authorized and the Company commenced with an equity financing through the issuance and sale of a minimum of 200,000 shares (\$200,000) and a maximum of 4,500,000 shares (\$4,500,000), along with an over-allotment option to sell up to an additional 2,000,000 shares ("Over-Allotment Option") of its common stock ("Shares") at a purchase price of \$1.00 per share ("Offering"). The terms of this paragraph and all actions in connection therewith are collectively referred to as the "Transaction";

WHEREAS, the Directors believe it is in the best interests of the Company to effect the Over-Allotment Option;

NOW THEREFORE BE IT RESOLVED, that the executive officers of the Company are hereby authorized, instructed and directed to offer and sell the 2,000,000 Shares that may be issued pursuant to the Over-Allotment Option with the same forms, terms, and conditions previously authorized for the Transaction.

V. GENERAL

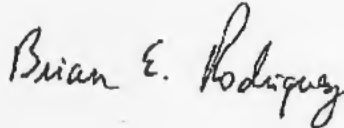
RESOLVED FURTHER, that any and all actions taken prior to and as of the date of these resolutions by any executive officer of the Company in the name and on behalf of the Company, with respect to any of the matters and transactions described herein, are ratified, confirmed and approved.

RESOLVED FURTHER, that the Directors hereby authorize, empower and direct the appropriate officers to do and perform, or cause to be done and performed, all such acts, deeds and things, and to make, execute and deliver, or cause to be made, executed, and delivered, all such agreements, undertakings, documents, instruments or certificates, and to make oath to, acknowledge, and deliver any and all such orders, directions, certificates, agreements, documents, instruments and papers, all in the name and on behalf of the Company or otherwise as such officers may deem necessary or appropriate in order to effectuate or carry out fully the purpose and intent of the foregoing resolutions.

IN WITNESS WHEREOF, the undersigned, being all being the directors of the board of directors of the Company, do hereby execute this consent effective as of the 29th day of April 2011.

DIRECTORS:

Alexander H. Walker, III



Brian Rodriguez



George Jarkesy

Dan Baker

Amanda Cardinali